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\*ALSO ADMITTED IN NEW YORK \*ALSO ADMITTED IN MARYLAND ALVORD AND ALVORD

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8217-D

December 12, 1991

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr. Secretary Interstate Commerce Commission Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11303(a) are five (5) counterparts of a Release dated as of November 15, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement dated as of January 1, 1976 between United States Trust Company, as Trustee and General Motors Corporation (Electro-Motive Division) and the Agreement and Assignment dated as of January 1, 1976 between General Motors Corporation (Electro-Motive Division) and Continental Illinois National Bank and Trust Company of Chicago, as Agent, which documents were filed and recorded on February 19, 1976 under Recordation Numbers 8217 and 8217-A, respectively.

The name and address of the party executing the enclosed document are:

Continental Illinois National Bank and Trust Company of Chicago, as Agent 231 South LaSalle Street Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is forty-four (44) EMD SD40-2 locomotives identified by BN 6708 - 6713 and BN 6715 - 6752, each both inclusive.

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Mr. Sidney L. Strickland, Jr. December 12, 1991
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Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four (4) stamped counterparts of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed document to appear in the Commission's Index is:

Release dated as of November 15, 1991 executed by Continental Illinois National Bank and Trust Company of Chicago, as Agent, covering 44 locomotives identified by BN marks and numbers.

Very truly yours,

Charles T. Konnler Charles T. Kappler

CTK/bg Enclosures

## Interstate Commerce Commission Washington, **B.C.** 20423

12/12/91

Charles T. Kappler Alvord & Alvord 918 16th St. N.W. Washington ,D.C. 20006

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 12/12/91 1:50pm , and assigned recordation number(s). 17625 8217-D &

Sincerely yours,

. Strickland, Jr. Secretary

Continental Bank, National Association f/k/a
RELEASE dated as of November 15, 1991, by CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a
national banking association.

WHEREAS the undersigned is acting for certain institutional investors pursuant to the Finance Agreement dated as of January 1, 1976, among the undersigned, United States Trust Company of New York, acting as trustee under the Trust Agreement dated as of January 1, 1976, with General Electric Credit Corporation, Union Bank & Trust Company, and Packers National Bank in Omaha, and certain investors named in Schedule A to said Finance Agreement;

WHEREAS, acting pursuant to the Finance Agreement, the undersigned has been assigned certain indebtedness under the Conditional Sale Agreement dated as of January 1, 1976, between said trustee and General Motors Corporation (Electro-Motive Division), pursuant to an Agreement and Assignment dated as of January 1, 1976;

WHEREAS said Conditional Sale Agreement and Agreement and Assignment have been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on February 19, 1976, and assigned recordation number 8217 and 8217-A, respectively;

WHEREAS the indebtedness of said trustee under said Conditional Sale Agreement has been fully paid and discharged.

NOW, THEREFORE, the undersigned does hereby acknowledge the satisfaction of the indebtedness under the Conditional Sale Agreement, and does hereby release and discharge all of the right, title, and interest of the undersigned in and to said Conditional Sale Agreement, the railroad equipment covered thereby, and any amounts payable thereunder.

IN WITNESS WHEREOF, the undersigned has caused this release to be duly executed by its officer thereunto duly authorized:

continental Bank, National Association f/k/a

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent,

by Title: VICE PRESIDENT

STATE OF ILLINOIS

ss.:

COUNTY OF COOK

On this 29th day of November, 1991, before me personally appeared J.C. MULL, JR, to me personally known who, being by me duly sworn, says that he is Vice President of Continental Illinois National Bank and Trust Company of Chicago, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Continental Bank, National Association f/k/a,

My commission expires 9-20-91

Notary Public

V. WASHINGTON
NOTARY PUBLIC, STATE of ELLINOIS
MY COMMISSION EXPRES 9-20-92